

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF DEBTORS' ONE HUNDRED ELEVENTH OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, ERIKA DEL NIDO, AT 212-310-8323.**

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Shai Y. Waisman

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : Chapter 11 Case No.  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.** : 08-13555 (JMP)  
:  
**Debtors.** : (Jointly Administered)  
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**NOTICE OF HEARING ON DEBTORS' ONE HUNDRED  
ELEVENTH OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY CLAIMS)**

**PLEASE TAKE NOTICE** that on March 14, 2011, Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors in possession (collectively, the "Debtors"), filed their one hundred eleventh omnibus objection to claims (the "Debtors' One Hundred Eleventh Omnibus Objection to Claims"), and that a hearing (the "Hearing") to consider the Debtors' One Hundred Eleventh Omnibus Objection to Claims

will be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **April 28, 2011 at 10:00 AM (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that any responses to the Debtors' One Hundred Eleventh Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-399, and on (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Shai Y. Waisman, Esq.); (iii) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq., Elisabetta Gasparini, Esq. and Andrea B. Schwartz, Esq.); and (iv) attorneys for the official committee of unsecured creditors appointed in these cases, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.); so as to be so filed and received by no later than **April 13, 2011 at 4:00 PM (prevailing Eastern Time)** (the "Response Deadline").

**PLEASE TAKE FURTHER NOTICE** that if no responses are timely filed and served with respect to the Debtors' One Hundred Eleventh Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Debtors' One Hundred Eleventh Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: March 14, 2011  
New York, New York

/s/ Shai Y. Waisman  
Shai Y. Waisman

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : Chapter 11 Case No.  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.** : 08-13555 (JMP)  
:  
**Debtors.** : (Jointly Administered)  
-----x

**DEBTORS' ONE HUNDRED ELEVENTH  
OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY CLAIMS)**

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS ONE HUNDRED ELEVENTH OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, ERIKA DEL NIDO, AT 212-310-8323.

TO THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors in possession (collectively, the “Debtors”), respectfully represent as follows:

**Relief Requested**

1. The Debtors file this omnibus objection to claims (the “One Hundred Eleventh Omnibus Objection to Claims”), pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664] (the “Procedures Order”), seeking to disallow and expunge certain claims for which the Debtors have no liability.

2. The proofs of claim listed on Exhibit A annexed hereto (collectively, the “No Liability Claims”) were filed against the Debtors based upon alleged wrongdoing by entities which are not Debtors in these chapter 11 cases and for which the Debtors are not liable. Many of the No Liability Claims are based on alleged liability of Lehman Brothers Inc. (“LBI”). LBI is an affiliate of the Debtors but is not a Debtor in these chapter 11 cases. The Debtors have no liability for the asserted obligations of LBI or any No Liability Claim.

**Jurisdiction**

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

**Background**

4. Commencing on September 15, 2008 and periodically thereafter, (as applicable, the “Commencement Date”), LBHI and certain of its subsidiaries commenced with

this Court voluntary cases under chapter 11 of title 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On September 17, 2008, the United States Trustee for Region 2 (the "U.S. Trustee") appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee").

6. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 ("SIPA") with respect to LBI. A trustee appointed under SIPA (the "SIPC Trustee") is administering LBI's estate.

7. On January 19, 2009, the U.S. Trustee appointed Anton R. Valukas as examiner in the above-captioned chapter 11 cases (the "Examiner") and by order, dated January 20, 2009 [Docket No. 2583], the Court approved the U.S. Trustee's appointment of the Examiner. The Examiner filed its report with the Court on March 11, 2010 pursuant to section 1106(b) of the Bankruptcy Code [Docket No. 7531].

8. On January 14, 2010, the Court entered the Procedures Order, which authorizes the Debtors, among other things, to file omnibus objections to up to 500 claims at a time, on various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order.

#### **The No Liability Claims Should Be Disallowed and Expunged**

9. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that "such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law." 11 U.S.C. § 502(b)(1). A proof

of claim is “deemed allowed, unless a party in interest objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc’ns Corp.*, No. 02-41729 (REG), 2007 Bankr. LEXIS 660 at \*15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

10. In their review of the claims filed on the claims register in these chapter 11 cases, the Debtors have identified the No Liability Claims as claims based upon the alleged wrongdoing of non-Debtor parties and for which the Debtors are not liable. Many of the No Liability Claims assert a claim against the Debtors related to pending litigations in which the Debtors are not defendants. As such, no liability of the Debtors could possibly arise from such proceedings. In particular, some of the No Liability Claims are based on pending litigation or other legal proceedings with LBI. LBI is a separate legal entity and not a Debtor in these chapter 11 cases. The Debtors are not liable for any potential liability LBI may have as a result of such legal proceedings. Pending litigation against LBI does not result in a claim against the Debtors. The other No Liability Claims are based on causes of action for which only non-Debtor entities are liable.

11. The liabilities asserted in the No Liability Claims are not claims against LBHI or any other Debtor in these chapter 11 cases. Unless the No Liability Claims are disallowed and expunged, parties who do not hold valid claims against the Debtors’ estates may nonetheless recover from the Debtors. The Debtors respectfully request the Court enter an order disallowing and expunging the No Liability Claims in their entirety.

**Reservation of Rights**

12. The Debtors reserve all rights to object on any basis to any No Liability Claim as to which the relief requested herein is not granted.

**Notice**

13. No trustee has been appointed in these chapter 11 cases. The Debtors have served notice of this objection, in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures [Docket No. 9635], on: (i) each claimant listed on Exhibit A; (ii) the U.S. Trustee; (iii) the attorneys for the Creditors' Committee; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; and (vii) all parties who have requested notice in these chapter 11 cases. The Debtors submit that no other or further notice need be provided.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: March 14, 2011  
New York, New York

/s/ Shai Y. Waisman  
Shai Y. Waisman

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767 Fifth Avenue  
New York, New York 10153  
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Attorneys for Debtors  
and Debtors in Possession

# EXHIBIT A

## IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 111: EXHIBIT A - NO LIABILITY CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1	4KIDS ENTERTAINMENT, INC.  MICHAEL S. KIM KOBRE & KIM LLP 800 THIRD AVENUE NEW YORK, NY 10022	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	30599	\$132,320,785.05*	No Liability
2	ATHEROS COMMUNICATIONS, INC.  C/O MICHAEL S. KIM KOBRE & KIM LLP 800 THIRD AVENUE NEW YORK, NY 10022	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	30595	\$137,356,780.67*	No Liability
3	BANCO INTERIOR DE S.A., THROUGH ALCICDES ROBERTO DE OLIVEIRA CHAVES, AS LIQUIDATOR OF BANCO INTERIOR DE SAO PAOLO, S.A RUA MAJOR EMIDIO DE CASTRO STREET, NUMBER 74 SAO JOSE DO RIO PRETO, SP 15014-420 BRAZIL	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	21949	\$14,000,000.00*	No Liability
4	BANK OF AMERICA SECURITIES LLC  C/O FREDRIC SOSNICK & NED S. SCHODEK SHEARMAN & STERLING LLP 599 LEXINGTON AVENUE NEW YORK, NY 10022	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20126	\$1,100,000.00*	No Liability
5	CERADYNE, INC.  C/O SILVERMANACAMPORA LLP 100 JERICHO QUADRANGLE LLP ATTN: JAY S. HELLMAN JERICHO, NY 11753	08-13555 (JMP)	Lehman Brothers Holdings Inc.	07/15/2009	5358	\$100,000,000.00	No Liability

## IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 111: EXHIBIT A - NO LIABILITY CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
6	CLAIMANTS IN THE IN RE VIRGIN MOBILE USA IPO LITIG C/O KAHN SWICK & FOTI LLC 12 EAST 41 ST 12TH FLOOR NEW YORK, NY 10017	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/10/2009	11336	Undetermined	No Liability
7	CORNELL COMPANIES INC. THOMAS R. AJAMIE AJAMIE LLP 711 LOUISIANA, SUITE 2150 HOUSTON, TX 77002	08-13555 (JMP)	Lehman Brothers Holdings Inc.	04/28/2009	3995	\$3,650,000.00*	No Liability
8	DEUTSCHE BANK SECURITIES, INC. C/O DEUTSCHE BANK AG, NY BRANCH ATTN: STEVEN M. HABER 60 WALL STREET, NYC60-3615 NEW YORK, NY 10005	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	23528	Undetermined	No Liability
9	ESSEX EQUITY HOLDINGS USA, LLC ATTN: MICHAEL S. KIM KOBRE & KIM LLP 800 THIRD AVENUE NEW YORK, NY 10022	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	30596	\$1,198,776,791.90*	No Liability
10	JAS HOLDING CORPORATION 275 MADISON AVE. 36TH FLOOR NEW YORK, NY 10016	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	27386	\$1,300,000.00*	No Liability
11	MOORE, CHARLES E. SCOTT R. LOVERNICK, ESQ. SCHWARTZ & CERA, LLP 44 MONTGOMERY STREET, SUITE 3850 SAN FRANCISCO, CA 94104	08-13555 (JMP)	Lehman Brothers Holdings Inc.	02/20/2009	3001	\$300,000.00	No Liability

\* - Indicates claim contains unliquidated and/or undetermined amounts

Page 2 of 4

## IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 111: EXHIBIT A - NO LIABILITY CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
12	NEW YORK CITY EMPLOYEES' RETIREMENT SYSTEM, ET. AL.  C/O MICHAEL S. ETKIN AND S. JASON TEELE  LOWENSTEIN SANDLER PC 65 LIVIGSTON AVENUE ROSELAND, NJ 07068	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	22020	Undetermined	No Liability
13	RIVERSIDE HOLDINGS LLP 192 LEXINGTON AVENUE NEW YORK, NY 10016		Lehman No Case Asserted/All Cases Asserted	09/22/2009	27384	\$6,945,592.00*	No Liability
14	SARDIS, JEFFREY 130 SAGAMORE DRIVE PLAINVIEW, NY 11803		Lehman No Case Asserted/All Cases Asserted	09/22/2009	27409	\$1,200,000.00*	No Liability
15	SARDIS, JEFFREY & LAUREN SARDIS 130 SAGAMORE DRIVE PLAINVIEW, NY 11803		Lehman No Case Asserted/All Cases Asserted	09/22/2009	26347	\$1,200,000.00*	No Liability
16	SEALED AIR CORPORATION ATTN: IRA LAKRITZ, LAW DEPARTMENT 200 RIVERFRONT BLVD. ELMWOOD PARK, NJ 07407-1033	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	08/25/2009	9313	\$24,700,000.00	No Liability
17	STATE OF NEW YORK, THE, THOMAS P. DINAPOLI, COMPTROLLER  C/O MICHAEL S. ETKIN AND S. JASON TEELE  LOWENSTEIN SANDLER PC 65 LIVIGSTON AVENUE ROSELAND, NJ 07068	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	22019	Undetermined	No Liability

\* - Indicates claim contains unliquidated and/or undetermined amounts

Page 3 of 4

## IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 111: EXHIBIT A - NO LIABILITY CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
18	US AIRWAYS, INC. C/O STEPTOE & JOHNSON LLP ATTN: STEVEN DAVIDSON ESQ & EMILY NESTLER ESQ 1330 CONNECTICUT AVENUE, NW WASHINGTON, DC 20036	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	30598	\$564,661,009.45*	No Liability
19	WEISS, ROGER J AND SUZANNE, AS CO-EXECUTORS OF THE ESTATE OF STEPHEN H WEISS ROGER J WEISS 181 HIGHLAND RD RYE, NY 10580		Lehman No Case Asserted/All Cases Asserted	10/01/2009	35916	\$400,000.00*	No Liability
20	WESTERN DIGITAL CORP. C/O SILVERMANACAMPORA LLP 100 JERICHO QUADRANGLE, SUITE 300 ATTN: JAY S HELLMAN JERICHO, NY 11753	08-13555 (JMP)	Lehman Brothers Holdings Inc.	07/15/2009	5357	\$91,000,000.00	No Liability
				TOTAL		\$2,278,910,959.07	

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11 Case No.**  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
**Debtors.** : **(Jointly Administered)**  
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**ORDER GRANTING DEBTORS' ONE HUNDRED  
ELEVENTH OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY CLAIMS)**

Upon the one hundred eleventh omnibus objection to claims, dated March 14, 2011 (the “Debtors’ One Hundred Eleventh Omnibus Objection to Claims”),<sup>1</sup> of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), pursuant to section 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure, and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664], seeking disallowance and expungement of the No Liability Claims on the basis that the Debtors have no liability for such claims, all as more fully described in the Debtors’ One Hundred Eleventh Omnibus Objection to Claims; and due and proper notice of the Debtors’ One Hundred Eleventh Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Debtors’ One Hundred Eleventh Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Debtors’ One Hundred

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<sup>1</sup> Terms not defined herein shall have the same meaning ascribed to them in the Debtors’ One Hundred Eleventh Omnibus Objection to Claims.

Eleventh Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Debtors' One Hundred Eleventh Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit 1 are disallowed and expunged in their entirety with prejudice; and it is further

ORDERED that the Debtors' Court-appointed claims agent is authorized and directed to reflect the No Liability Claims as disallowed and expunged pursuant to this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2011  
New York, New York